

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Obj. Deadline: January 7, 2025 at 4:00 p.m. (ET)

**THIRD MONTHLY FEE STATEMENT OF DAVIS POLK & WARDWELL LLP,
AS BANKRUPTCY COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR ALLOWANCE OF MONTHLY COMPENSATION AND
FOR REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD
NOVEMBER 1, 2024, THROUGH AND INCLUDING NOVEMBER 30, 2024**

Name of Professional:	DAVIS POLK & WARDWELL LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	October 21, 2024, <i>nunc pro tunc</i> to September 9, 2024
Period for which compensation and reimbursement is sought:	November 1, 2024 through and including November 30, 2024
Amount of compensation sought as actual, reasonable and necessary:	\$2,239,854.00 (80% of \$2,799,817.50)
Amount of reimbursement sought as actual, reasonable and necessary:	\$13,067.39
This is a <u> x </u> monthly <u> </u> interim <u> </u> final application	

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

The total time expended for fee statement preparation is 32.0 hours and the corresponding compensation requested is \$24,481.00.²

If this is not the first fee statement filed, disclose the following for each prior fee statement:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
November 7, 2024	September 9, 2024 – September 30, 2024	\$1,622,452.00 / \$14,645.65	\$1,297,961.60 / \$14,645.65
December 4, 2024	October 1, 2024 – October 31, 2024	\$2,154,884.40 / \$28,149.16	Pending

² With the exception of 1.2 hours billed on November 27, 2024 (accounting for \$780.00 in compensation), allowance for compensation for such time is not requested in this statement but will be sought in a subsequent fee statement.

COMPENSATION BY PROFESSIONAL**BIG LOTS, INC., et al.
(Case No. 24-11967 (JKS))****November 1, 2024 through November 30, 2024**

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate³	Total Billed Hours	Total Compensation
Partners				
Nick Caro	Partner/Sponsor Finance. Partner since 2024. Joined the firm as a partner in 2024. Member of the NY Bar since 2013.	2,345	6.8	\$15,946.00
Corey M. Goodman	Partner/Tax. Partner since 2021. Joined the firm as a partner in 2021. Member of the NY Bar since 2008.	2,375	5.8	\$13,775.00
Brian D. Hirsch	Partner/Real Estate. Partner since 2018. Joined the firm as an associate in 2014. Member of the NY Bar since 2008.	2,345	0.2	\$469.00
Adam Kaminsky	Partner/Executive Compensation. Partner since 2019. Joined the firm as a partner in 2019. Member of the NY Bar since 2006.	2,375	3.8	\$9,025.00
James I. McClammy	Partner/Civil Litigation. Partner since 2015. Joined the firm as an associate in 2000. Member of NY Bar since 1999.	2,375	78.7	\$186,912.50
Brian M. Resnick	Partner/Restructuring. Partner since 2011. Joined the firm as an associate in 2003. Member of the NY Bar since 2004.	2,375	153.5	\$364,562.50
Pritesh P. Shah	Partner/Intellectual Property. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2009.	2,375	1.8	\$4,275.00
Adam L. Shpeen	Partner/Restructuring. Partner since 2021. Joined the firm as an associate in 2012. Member of the NY Bar since 2013.	2,345	118.4	\$277,648.00
Brian Wolfe	Partner/Mergers & Acquisitions. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2008.	2,375	6.4	\$15,200.00

³ The hourly billing rate for non-working travel time has been adjusted to 50% of the normal rates.

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate³	Total Billed Hours	Total Compensation
Counsel				
Tracy L. Matlock	Counsel/Tax. Joined the firm as an associate in 2011. Member of the NY Bar since 2013.	1,830	7.5	\$13,725.00
Joanna McDonald	Counsel/Restructuring. Joined the firm as an associate in 2020. Member of the NY Bar since 2014.	1,830	2.1	\$3,843.00
Jonah A. Peppiatt	Counsel/Restructuring. Joined the firm as an associate in 2016. Member of the NY Bar since 2015.	1,725	17.7	\$30,532.50
Stephen D. Piraino	Counsel/Restructuring. Joined the firm as an associate in 2014. Member of the NY Bar since 2014.	1,830	122.3	\$223,809.00
Heather Weigel	Counsel/Mergers & Acquisitions. Joined the firm as an associate in 2017. Member of the NY Bar since 2018.	1,725	23.9	\$41,227.50
Associates				
Gennie A. Amir	Associate/Real Estate. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	9.0	\$10,260.00
Jonathan Bi	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	46.7	\$45,065.50
Matthew R. Brock	Associate/Litigation. Joined the firm as an associate in 2014. Member of the NY Bar since 2015.	1,590	168.4	\$267,756.00
Vincent Cahill	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	88.6	\$101,004.00
Charles Collier	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2018.	1,590	21.9	\$34,821.00
Katarzyna (Kate) M. Fine	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2015.	1,490	21.4	\$31,886.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate³	Total Billed Hours	Total Compensation
Lachlan J. Forrester	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,570	2.7	\$4,239.00
Henry G. Goldberg	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	12.2	\$11,773.00
Jacob Goldberger	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2023.	965	181.9	\$175,533.50
Cameron K. Hood	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	11.5	\$13,110.00
Kamali Houston	Associate/Civil Litigation. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,570	13.2	\$20,724.00
Justin Alexander Kasprisin	Associate/Executive Compensation. Joined the firm as an associate in 2017. Member of the NY Bar since 2012.	1,590	5.9	\$9,381.00
Grace Lee	Associate/Civil Litigation. Joined the firm as an associate in 2019. Member of the NY Bar since 2020.	1,590	36.0	\$57,240.00
Andrew Lent	Associate/Real Estate. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,490	3.7	\$5,513.00
Lara Luo	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2020.	1,590	32.9	\$52,311.00
Gabriella Mazero	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	6.9	\$7,866.00
Francesca Merrick	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	9.6	\$9,264.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate³	Total Billed Hours	Total Compensation
Caroline Peters	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	14.8	\$16,872.00
Alexander G. Severance	Associate/Sponsor Finance. Joined the firm as an associate in 2024. Member of the NY Bar since 2022.	1,490	2.3	\$3,427.00
Ethan Stern	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	182.9	\$272,521.00
Samantha Stroman	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	43.9	\$42,363.50
Tony Sun	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	19.3	\$18,624.50
Mckenzie K. Whalen	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	18.8	\$18,142.00
Kevin L. Winiarski	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	87.8	\$84,727.00
Legal Assistants / Law Graduates / Librarians / eDiscovery				
Maria Budis	Law Clerk/Restructuring. Joined the firm in 2024.	695	34.1	\$23,699.50
Cameron Carpenter	Law Clerk/Restructuring. Joined the firm in 2024.	695	157.9	\$109,740.50
Elazar Chertow	Law Clerk/Litigation. Joined the firm in 2024. Member of the CA Bar since 2024.	695	19.3	\$13,413.50
Madeline (Maddy) Forbess	Law Clerk/Litigation. Joined the firm in 2024.	695	16.6	\$11,537.00
Sijia (Scarlett) Huang	Law Clerk/Restructuring. Joined the firm in 2024.	695	74.6	\$51,847.00
Caroline Ribet	Law Clerk/Litigation. Joined the firm in 2024. Member of the CA Bar since 2024.	695	17.2	\$11,954.00
Matthew O'Donnell	Lawyer/Sponsor Finance. Joined the firm in 2024. Not admitted locally.	1,140	0.5	\$570.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate³	Total Billed Hours	Total Compensation
Magali Giddens	Legal Assistant	650	60.6	\$39,390.00
Sam Karp	Legal Assistant	460	1.3	\$598.00
Stella Larson	Legal Assistant	460	1.1	\$506.00
Sorina Delia Lazar	Legal Assistant	650	0.3	\$195.00
Mark Zaleck	Research Services	800	0.4	\$320.00
Alex Ionescu	eDiscovery Project Manager	550	34.2	\$18,810.00
Lee B. Stein	eDiscovery Project Manager	690	2.7	\$1,863.00
Total		\$1,391.56	2,012.0	\$2,799,817.50
BLENDED RATE: \$1,391.56				
ATTORNEY BLENDED RATE: \$1,580.80				

COMPENSATION BY PROJECT CATEGORY

BIG LOTS, INC., *et al.*
(Case No. 24-11967 (JKS))

November 1, 2024 through November 30, 2024

Project Category	Total Hours	Total Fees
AHG / UCC / Lender Issues	23.5	\$44,828.00
Asset Dispositions	384.2	\$532,111.50
Claims / Creditor Outreach	72.1	\$83,366.00
Contracts/Leases	170.0	\$173,495.00
Corporate Governance / Board Matters / Communications	8.4	\$19,625.00
Employee & Labor	9.9	\$18,751.00
Financing	16.1	\$35,380.50
General Case Administration	231.5	\$303,894.00
Hearing Preparation / Attendance	260.0	\$439,837.50
Litigation	580.6	\$848,298.50
Plan / Disclosure Statement / Confirmation	76.1	\$93,219.50
Regulatory / Antitrust / Tax / IP	57.2	\$88,004.50
Reporting	2.0	\$3,322.00
Retention DPW: Preparation of Fee Applications, Budgeting	99.4	\$77,756.00
Retention Non-DPW: Prep of Retention-Related Materials	0.5	\$1,010.50
Travel (Non-Working) (50%)	20.5	\$37,435.50
TOTAL	2,012.0	\$2,799,817.50

EXPENSE SUMMARY

BIG LOTS, INC., *et al.*
(Case No. 24-11967 (JKS))

November 1, 2024 through November 30, 2024

Expense Category	Total Expenses
Computer Research	\$1,805.39
Duplication	\$210.90
Litigation Support	\$722.50
Meals	\$805.08
Outside Documents & Research	\$12.49
Travel	\$8,624.53
Word Processing & Secretarial	\$886.50
Grand Total Expenses	\$13,067.39

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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Debtors.¹

Chapter 11

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(Jointly Administered)

Obj. Deadline: January 7, 2025 at 4:00 p.m. (ET)

**THIRD MONTHLY FEE STATEMENT OF DAVIS POLK & WARDWELL LLP,
AS BANKRUPTCY COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR ALLOWANCE OF MONTHLY COMPENSATION AND
FOR REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD
NOVEMBER 1, 2024 THROUGH AND INCLUDING NOVEMBER 30, 2024**

Davis Polk & Wardwell LLP (“Davis Polk”), as bankruptcy counsel for the debtors and debtors in possession in the above-captioned cases (the “Debtors”), submits this fee statement (the “Fee Statement”) for monthly and interim allowance of compensation for professional services rendered by Davis Polk to the Debtors for the period of November 1, 2024 through November 30, 2024 (the “Statement Period”), and reimbursement of actual and necessary expenses incurred by Davis Polk during the Statement Period pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “U.S. Trustee Guidelines”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [D.I. 519] (the “Interim Compensation Procedures Order”).² In support of this Fee Statement, Davis Polk represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Fee Statement pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-2, the U.S. Trustee Guidelines, and the Interim Compensation Procedures Order.

BACKGROUND

3. On September 9, 2024 (the “Petition Date”), the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors have continued in the management and operation of their businesses and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 cases.

² Capitalized terms used but not defined herein are defined in the Interim Compensation Procedures Order.

4. On September 23, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”). *See Not. of Appointment of Comm. of Unsecured Creditors* [D.I. 248].

DAVIS POLK’S RETENTION

5. Prior to the commencement of these Chapter 11 cases, the Debtors retained Davis Polk to provide advice regarding, among other things, preparing for, commencing, and prosecuting these cases under Chapter 11 of the Bankruptcy Code. On September 18, 2024, the Debtors filed the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 205] (the “Davis Polk Retention Application”).

6. On October 21, 2024, this Court granted the Davis Polk Retention Application pursuant to the *Order Approving Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 577] (the “Davis Polk Retention Order”).

INTERIM COMPENSATION PROCEDURES ORDER

7. The Court entered the Interim Compensation Procedures Order on October 17, 2024. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all Retained Professionals (as defined in the Interim Compensation Order) in these cases.

8. In particular, the Interim Compensation Procedures Order provides that Retained Professionals may file and serve a Monthly Fee Statement on or after the 5th day of each month following the month or months for which compensation is sought, for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding

month or months. Compensation Notice Parties will have until 4:00 p.m. (prevailing Eastern Time) on the day that is 21 days after the filing of a Monthly Fee Statement (the “Objection Deadline”) to object to the requested compensation for services rendered and reimbursement of expenses incurred. Provided that there are no objections to such Monthly Fee Statement filed before the expiration of the Objection Deadline, the Professional may file a certificate of no objection (the “Certificate of No Objection”) with the Court.

9. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Retained Professional 80 percent of the fees and 100 percent of the expenses requested in such Monthly Fee Statement.

RELIEF REQUESTED

10. Davis Polk submits this Statement for (a) allowance of reasonable compensation for the actual, reasonable, and necessary professional services that it has rendered as counsel for the Debtors in these cases during the Statement Period and (b) reimbursement of actual, reasonable, and necessary expenses incurred by Davis Polk in representing the Debtors during the Statement Period.

11. During the Statement Period, Davis Polk incurred fees in the amount of \$2,799,817.50. For the same period, Davis Polk incurred actual, reasonable, and necessary expenses totaling \$13,067.39. As of the date of this Statement, Davis Polk has received no payments with respect to these amounts.

12. Set forth on the foregoing “Compensation by Project Category” is a summary, by subject matter category, of the time expended by Davis Polk timekeepers to the Debtors’ cases during the Statement Period.

13. **Exhibit A** attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals, and other support staff, as well as descriptions of the services provided.

14. **Exhibit B** attached hereto contains a breakdown of actual, reasonable, and necessary expenses incurred by Davis Polk during the Statement Period.

15. Davis Polk charges \$0.15 per page for photocopying and printing.

16. In accordance with Local Rule 2016-2, Davis Polk has reduced its request for compensation for non-working travel, if any, to 50% of its normal rate.

17. Davis Polk has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Davis Polk so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Davis Polk has endeavored to coordinate with the other professionals involved in these cases to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Davis Polk believes it has been successful in this regard.

18. No agreement or understanding exists between Davis Polk and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

19. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his or her information, knowledge, and belief that this Fee Statement complies with that Rule.

WHEREFORE, Davis Polk respectfully requests that the Debtors pay Davis Polk \$2,252,921.39, which is equal to the sum of 80% (\$2,239,854.00) of Davis Polk's requested compensation (\$2,799,817.50) and 100% (\$13,067.39) of Davis Polk's requested expense reimbursement.

Dated: December 17, 2024
New York, NY

DAVIS POLK & WARDWELL LLP

/s/ Brian M. Resnick

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Jonah A. Peppiatt (admitted *pro hac vice*)
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